RECEIVED
CENTRAL FAX CENTER
SEP 22 2006

Amendments to the Claims

The following listing of claims will replace all prior versions, and listings, of claims in the application.

Claim 1 has been canceled.

2. (previously presented) The composition of Claim 56 wherein R^1 is selected from:

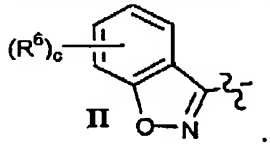
(A) aryl;

(B) substituted aryl, wherein the substituents on said substitued aryl are selected from: (1) halo; or (2) alkyl; or (3) substituted alkyl;

(C) heteroaryl;

(D) substituted heteroaryl; or

(E) when R^1 is taken together with X, then the moiety is



II

3. (previously presented) The composition of Claim 2 wherein R^1 is selected from:

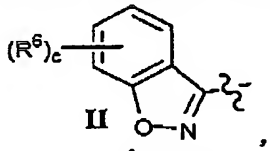
(A) phenyl;

(B) substituted phenyl wherein the substituents on said substitued phenyl are selected from: (1) halo; (2) alkyl; (3) alkyl substituted with halo;

(C) heteroaryl selected from: pyridyl, thienyl, pyrimidinyl, thiazolyl or pyridyl N-Oxide;

(D) alkyl substituted thiazolyl; or

(E) when R^1 is taken together with X, then the moiety is



II

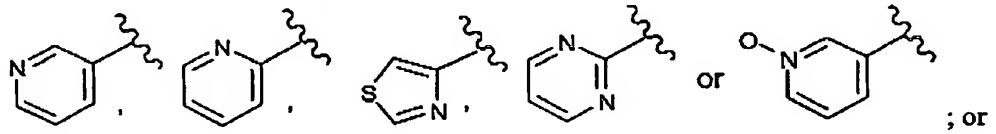
wherein c is 0 or 1, and when c is 1 then R^6 is halo.

4. (previously presented) The composition of Claim 3 wherein R^1 is selected from:

(A) phenyl;

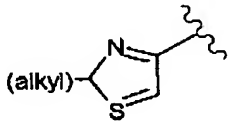
(B) substituted phenyl, wherein the substituents on said substitued phenyl are independently selected from: chloro, fluoro or trifluoromethyl;

(C) heteroaryl selected from:



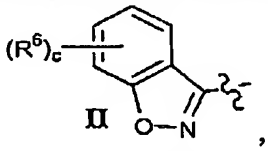
; or

(D) substituted heteroaryl of the formula:



; or

(E) when R^1 is taken together with X, then the moiety is



,

wherein c is 0 or 1, and when c is 1 then R^6 is fluoro.

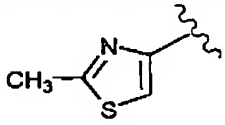
5. (previously presented) The composition of Claim 56 wherein R^1 is selected from:

(A) phenyl;

(B) substituted phenyl, wherein the substituents on said substitued phenyl are independently selected from: chloro, fluoro or trifluoromethyl;

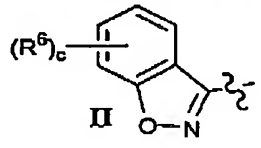
(C) pyridyl; or

(D) substituted heteroaryl of the formula:



; or

(E) when R^1 is taken together with X, then the moiety is

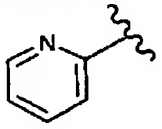


,

wherein c is 0 or 1, and when c is 1 then R^6 is fluoro.

6. (previously presented) The composition of Claim 5 wherein R^1 is pyridyl.

7. (previously presented) The composition of Claim 6 wherein R^1 is



8. (previously presented) The composition of Claim 56 wherein X is $=C(NOR^3)$, and R^3 is selected from H or alkyl.

9. (previously presented) The composition of Claim 8 wherein R^3 is selected from H, methyl or ethyl.

10. (previously presented) The composition of Claim 9 wherein R^3 is methyl.

11. (previously presented) The composition of claim 56 wherein: (1) M^2 is nitrogen; and (2) M^3 and M^4 are selected such that: (a) one is carbon and the other is nitrogen, or (b) both are nitrogen.

12. (previously presented) The composition of Claim 11 wherein M^3 is carbon, and M^4 is nitrogen.

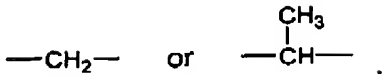
13. (previously presented) The composition of Claim 56 wherein:

n is 2;.
a is 0 or 1;
b is 0 or 1;
c is 0 or 1, and when c is 1 then R^6 is halo;
e is 1 to 5; and
p is 2.

14. (previously presented) The composition of Claim 56 wherein Y is =C(O).

15. (previously presented) The composition of Claim 56 wherein Z is C_1 to C_3 alkyl.

16. (previously presented) The composition of Claim 56 wherein Z is

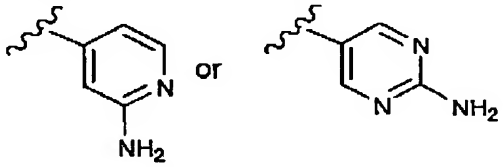


17. (previously presented) The composition of Claim 56 wherein R^2 is a six membered heteroaryl ring.

18. (previously presented) The composition of Claim 17 wherein R^2 is selected from pyridyl, pyridyl substituted with $-NR^4R^5$, pyrimidinyl, or pyrimidinyl substituted with $-NR^4R^5$.

19. (previously presented) The composition of Claim 18 wherein R^2 is pyridyl substituted with $-NH_2$, or pyrimidinyl substituted with $-NH_2$.

20. (previously presented) The composition of Claim 19 wherein R^2 is



21. (previously presented) The composition of Claim 56 wherein R^4 is H or lower alkyl; R^5 is H, C_1 to C_6alkyl, or $-C(O)R^4$; R^{12} is alkyl, hydroxy or fluoro; and R^{13} is alkyl, hydroxy or fluoro.

22. (previously presented) The composition of Claim 21 wherein R^4 is H or methyl; R^5 is H or methyl; R^{12} is hydroxy or fluoro; and R^{13} is hydroxy or fluoro.

23. (previously presented) The composition of Claim 56 wherein:

(1) R^1 is selected from:

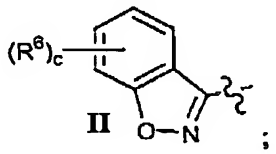
(A) aryl;

(B) substituted aryl, wherein the substituents on said substitued aryl are selected from: (1) halo; or (2) alkyl; or (3) substituted alkyl;

(C) heteroaryl; or

(D) substituted heteroaryl; or

(E) when R^1 is taken together with X, then the moiety is



(2) X is =C(NOR^3);

(3) R^3 is selected from H or alkyl;

(4) M^2 is nitrogen;

(5) Y is =C(O);

(6) M^3 and M^4 are selected such that: (1) one is carbon and the other is nitrogen, or (2) both are nitrogen;

(7) Z is C_1 to C_3 alkyl; and

(8) R^2 is a six membered heteroaryl ring.

24. (previously presented) The composition of Claim 23 wherein:

(1) R^1 is selected from:

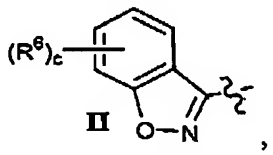
(A) phenyl;

(B) substituted phenyl wherein the substituents on said substitued phenyl are selected from: (1) halo; (2) alkyl; (3) alkyl substituted with halo;

(C) heteroaryl selected from: pyridyl, thienyl, pyrimidinyl, thiazolyl or pyridyl N-Oxide; or

(D) alkyl substituted thiazolyl; or

(E) when R^1 is taken together with X, then the moiety is



wherein c is 0 or 1, and when c is 1 then R^6 is halo;

(2) R^3 is selected from H, methyl or ethyl;

(3) n is 2,

(4) a is 0 or 1,

(5) b is 0 or 1,

(6) c is 0 or 1 and when c is 1 then R^6 is halo,

(7) e is 1 to 5,

(8) p is 2,

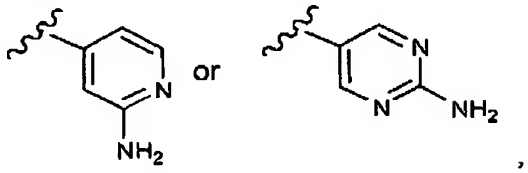
(9) R^4 is H or lower alkyl,

(10) R^5 is H, C_1 to C_6alkyl, or $-C(O)R^4$;

(11) R^{12} is alkyl, hydroxy or fluoro, and

(12) R^{13} is alkyl, hydroxy or fluoro.

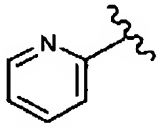
25. (previously presented) The composition of Claim 24 wherein R^2 is



or

,

R^1 is



,

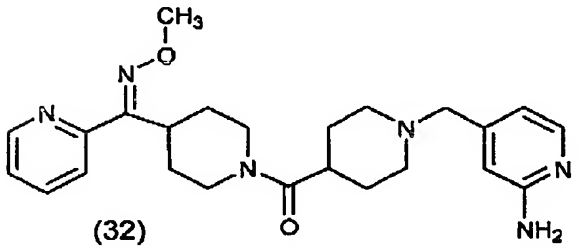
M^2 is nitrogen, M^3 is carbon, and M^4 is nitrogen.

Claims 26-45 have been canceled.

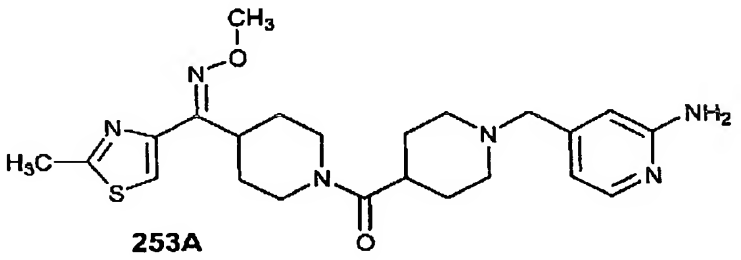
46. (currently amended) The method of Claim ~~45~~ 57 wherein said H_1 receptor antagonist is selected from: loratadine or descarboethoxyloratadine.

Claims 47-50 have been canceled.

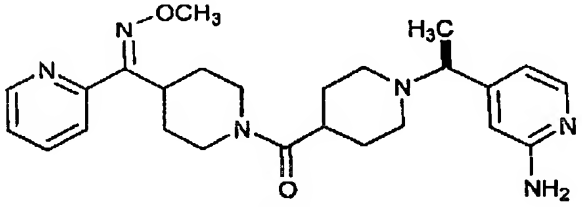
51. (previously presented) A pharmaceutical composition of Claim 56, wherein said compound of formula I is selected from:



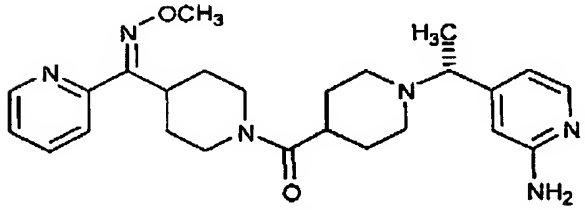
(32) ;



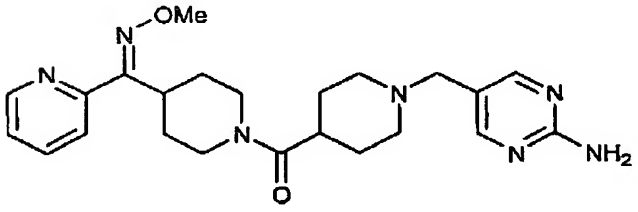
253A ;



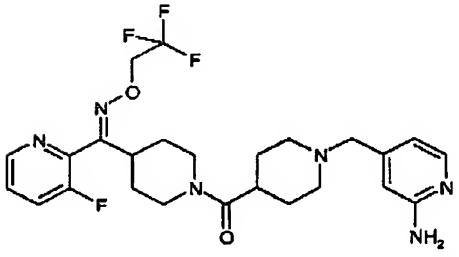
54 ;



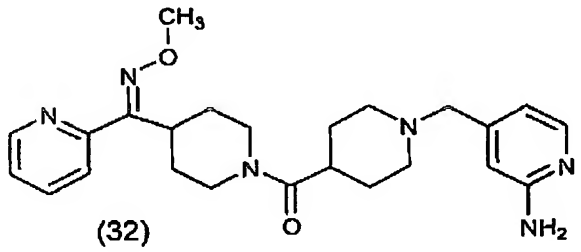
55 ;



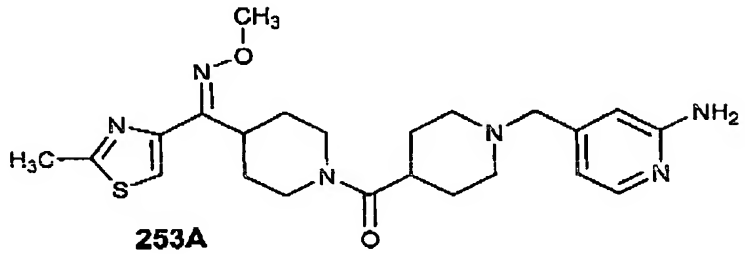
287 ; or



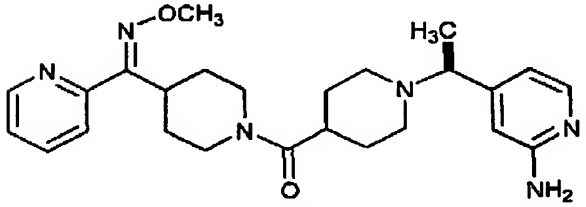
52. (previously presented) A method of Claim 57 wherein said compound of formula I is selected from:



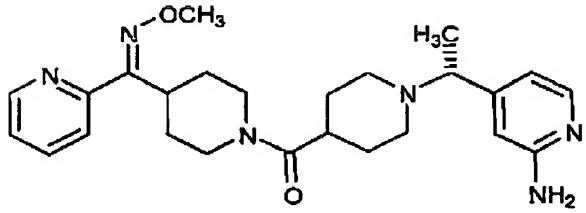
(32) ;



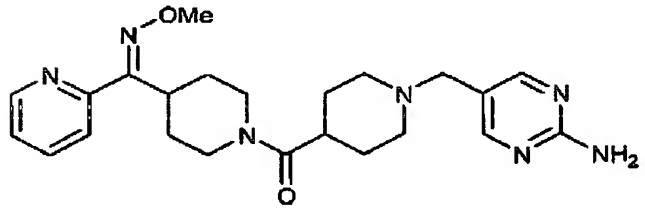
253A ;



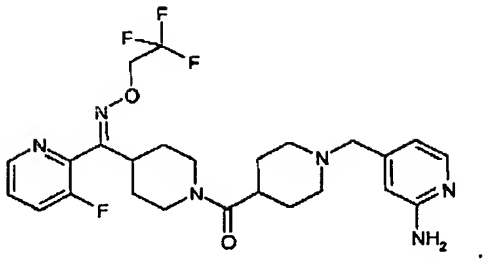
54 ;



55 ;



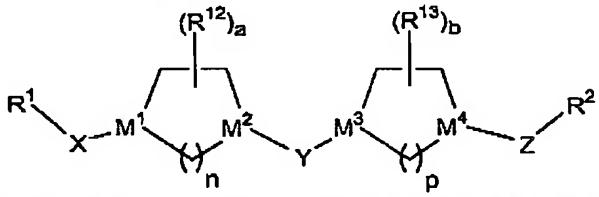
287 ; or



Claims 53 and 54 have been canceled.

55. (original) The method of Claim 54 wherein said H_1 receptor antagonist is selected from: loratadine or descarboethoxyloratadine.

56. (currently amended) A pharmaceutical composition comprising an effective amount of a compound of the formula I:



(I)

or a pharmaceutically acceptable salt or solvate thereof, wherein:

(1) R^1 is is selected from:

(a) aryl;

(b) heteroaryl;

(c) heterocycloalkyl

(d) alkyl;

(e) cycloalkyl; or

(f) alkylaryl;

wherein said R^1 groups are optionally substituted with 1 to 4 substituents independently selected from:

(1) halogen;

(2) hydroxyl;

(3) lower alkoxy;

(4) $-CF_3$;

(5) CF_3O-;

(6) $-NR^4R^5$;

(7) phenyl;

(8) $-NO_2$,

(9) $-CO_2R^4$;

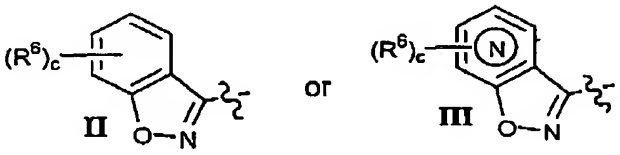
(10) $-CON(R^4)_2$ wherein each R^4 is the same or different;

(11) $-S(O)_mN(R^{20})_2$ wherein each R^{20} is the same or different H or alkyl group;

(12) -CN; or

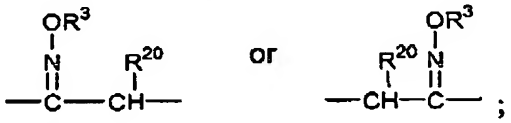
(13) alkyl; or

(2) R^1 and X taken together form a group selected from:



wherein Ⓝ represents a nitrogen atom located at one of the 4 non-fused positions of the ring;

(3) X is selected from: =C(O), $=C(NOR^3)$, $=C(NNR^4R^5)$,



;

(4) M^1 is carbon;

(5) M^2 is selected from C or N;

(6) M^3 and M^4 are independently selected from C or N;

(7) Y is selected from: is $-CH_2-$, =C(O), $=C(NOR^{20})$ (wherein R^{20} is as defined above), or =C(S);

(8) Z is a $C_1 - C_6$ alkyl group;

(9) R^2 is a five or six-membered heteroaryl ring, said six-membered heteroaryl ring comprising 1 or 2 nitrogen atoms with the remaining ring atoms being carbon, and said five-membered heteroaryl ring containing 1 or 2 heteroatoms selected from: nitrogen, oxygen, or sulfur with the remaining ring atoms being carbon; said five or six membered heteroaryl rings being optionally substituted with 1 to 3 substituents independently selected from: halogen, hydroxyl, lower alkyl, lower alkoxy, $-CF_3$, CF_3O-, $-NR^4R^5$, phenyl, $-NO_2$, $-CO_2R^4$, $-CON(R^4)_2$ wherein each R^4 is the same or different, $-CH_2NR^4R^5$, $-(N)C(NR^4R^5)_2$, or -CN;

(10) R^3 is selected from:

(a) hydrogen;

(b) $C_1 - C_6$ alkyl;

(c) aryl;

(d) heteroaryl;

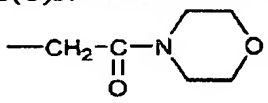
(e) heterocycloalkyl;

(f) arylalkyl;

(g) $-(CH_2)_e-C(O)N(R^4)_2$ wherein each R^4 is the same or different,

(h) $-(CH_2)_e-C(O)OR^4$;

(i) $-(CH_2)_e-C(O)R^{30}$ wherein R^{30} is a heterocycloalkyl group, or



;

(j) $-CF_3$; or

(k) $-CH_2CF_3$;

wherein said aryl, heteroaryl, heterocycloalkyl, and the aryl portion of said arylalkyl are optionally substituted with 1 to 3 substituents selected from: halogen, -OH, $-OCF_3$, $-CF_3$, -CN, $-N(R^{45})_2$, $-CO_2R^{45}$, or $-C(O)N(R^{45})_2$, wherein each R^{45} is independently selected from: H, alkyl, alkylaryl, or alkylaryl wherein said aryl moiety is substituted with 1 to 3 substituents independently selected from $-CF_3$, -OH, halogen, alkyl, $-NO_2$, or -CN;

(11) R^4 is selected from: hydrogen, $C_1 - C_6$ alkyl, aryl, alkylaryl, said aryl and alkylaryl groups being optionally substituted with 1 to 3 substituents selected from: halogen, $-CF_3$, $-OCF_3$, -OH, $-N(R^{45})_2$, $-CO_2R^{45}$, $-C(O)N(R^{45})_2$, or –CN; wherein R^{45} is as defined above;

(12) R^5 is selected from: hydrogen, $C_1 - C_6$ alkyl, $-C(O)R^4$, $-C(O)_2R^4$, or $-C(O)N(R^4)_2$ wherein each R^4 is independently selected, and R^4 is as defined above;

(13) or R^4 and R^5 taken together with the nitrogen atom to which they are bound forms a five or six membered heterocycloalkyl ring;

(14) R^6 is selected from: alkyl, aryl, alkylaryl, halogen, hydroxyl, lower alkoxy, $-CF_3$, CF_3O-, $-NR^4R^5$, $-NO_2$, $-CO_2R^4$, $-CON(R^4)_2$ wherein each R^4 is the same or different, or -CN;

(15) R^{12} is selected from: alkyl, hydroxyl, alkoxy, or fluoro;

(16) R^{13} is selected from: alkyl, hydroxyl, alkoxy, or fluoro;

(17) a is 0 to 2;

(18) b is 0 to 2;

(19) c is 0 to 2;

(20) e is 0 to 5;

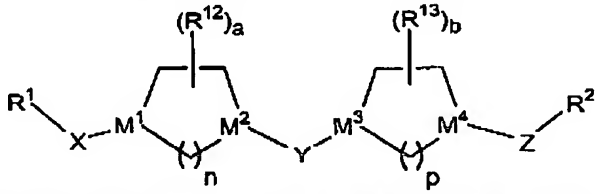
(21) m is 1 or 2;

(22) n is 1, 2 or 3; and

(23) p is 1, 2 or 3, with the proviso that when M^3 and M^4 are both nitrogen, then p is 2 or 3;

and an effective amount of H_1 receptor antagonist, and a pharmaceutically effective carrier.

57. (previously presented) A method of treating: allergy, allergy-induced airway responses, and congestion comprising administering to a patient in need of such treatment an effective amount of a compound of formula I:



(I)

or a pharmaceutically acceptable salt or solvate thereof, wherein:

(1) R^1 is is selected from:

(a) aryl;

(b) heteroaryl;

(c) heterocycloalkyl

(d) alkyl;

(e) cycloalkyl; or

(f) alkylaryl;

wherein said R^1 groups are optionally substituted with 1 to 4 substituents independently selected from:

(1) halogen;

(2) hydroxyl;

(3) lower alkoxy;

(4) $-CF_3$;

(5) CF_3O-;

(6) $-NR^4R^5$;

(7) phenyl;

(8) $-NO_2$,

(9) $-CO_2R^4$;

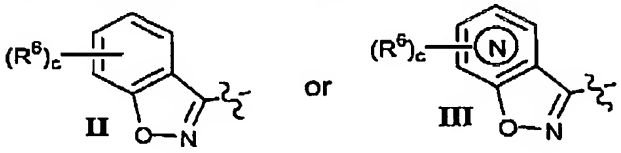
(10) $-CON(R^4)_2$ wherein each R^4 is the same or different;

(11) $-S(O)_mN(R^{20})_2$ wherein each R^{20} is the same or different H or alkyl group;

(12) -CN; or

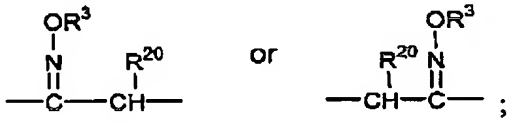
(13) alkyl; or

(2) R^1 and X taken together form a group selected from:



wherein (N) represents a nitrogen atom located at one of the 4 non-fused positions of the ring;

(3) X is selected from: $=C(O)$, $=C(NOR^3)$, $=C(NNR^4R^5)$,



(4) M^1 is carbon;

(5) M^2 is selected from C or N;

(6) M^3 and M^4 are independently selected from C or N;

(7) Y is selected from: is $-CH_2-$, $=C(O)$, $=C(NOR^{20})$ (wherein R^{20} is as defined above), or $=C(S)$;

(8) Z is a $C_1 - C_6$ alkyl group;

(9) R^2 is a five or six-membered heteroaryl ring, said six-membered heteroaryl ring comprising 1 or 2 nitrogen atoms with the remaining ring atoms being carbon, and said five-membered heteroaryl ring containing 1 or 2 heteroatoms selected from: nitrogen, oxygen, or sulfur with the remaining ring atoms being carbon; said five or six membered heteroaryl rings being optionally substituted with 1 to 3 substituents independently selected from: halogen, hydroxyl, lower alkyl, lower alkoxy, $-CF_3$, CF_3O-, $-NR^4R^5$, phenyl, $-NO_2$, $-CO_2R^4$, $-CON(R^4)_2$ wherein each R^4 is the same or different, $-CH_2NR^4R^5$, $-(N)C(NR^4R^5)_2$, or -CN;

(10) R^3 is selected from:

(a) hydrogen;

(b) $C_1 - C_6$ alkyl;

(c) aryl;

(d) heteroaryl;

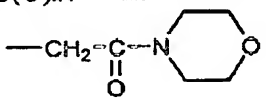
(e) heterocycloalkyl;

(f) arylalkyl;

(g) $-(CH_2)_e-C(O)N(R^4)_2$ wherein each R^4 is the same or different,

(h) $-(CH_2)_e-C(O)OR^4$;

(i) $-(CH_2)_e-C(O)R^{30}$ wherein R^{30} is a heterocycloalkyl group, or



;

(j) $-CF_3$; or

(k) $-CH_2CF_3$;

wherein said aryl, heteroaryl, heterocycloalkyl, and the aryl portion of said arylalkyl are optionally substituted with 1 to 3 substituents selected from: halogen, -OH, $-OCF_3$, $-CF_3$, -CN, $-N(R^{45})_2$, $-CO_2R^{45}$, or $-C(O)N(R^{45})_2$, wherein each R^{45} is independently selected from: H, alkyl, alkylaryl, or alkylaryl wherein said aryl moiety is substituted with 1 to 3 substituents independently selected from $-CF_3$, -OH, halogen, alkyl, $-NO_2$, or -CN;

(11) R^4 is selected from: hydrogen, $C_1 - C_6$ alkyl, aryl, alkylaryl, said aryl and alkylaryl groups being optionally substituted with 1 to 3 substituents selected from: halogen, $-CF_3$, $-OCF_3$, -OH, $-N(R^{45})_2$, $-CO_2R^{45}$, $-C(O)N(R^{45})_2$, or $-CN$; wherein R^{45} is as defined above;

(12) R^5 is selected from: hydrogen, $C_1 - C_6$ alkyl, $-C(O)R^4$, $-C(O)_2R^4$, or $-C(O)N(R^4)_2$ wherein each R^4 is independently selected, and R^4 is as defined above;

(13) or R^4 and R^5 taken together with the nitrogen atom to which they are bound forms a five or six membered heterocycloalkyl ring;

(14) R^6 is selected from: alkyl, aryl, alkylaryl, halogen, hydroxyl, lower alkoxy, $-CF_3$, CF_3O-, $-NR^4R^5$, $-NO_2$, $-CO_2R^4$, $-CON(R^4)_2$ wherein each R^4 is the same or different, or -CN;

(15) R^{12} is selected from: alkyl, hydroxyl, alkoxy, or fluoro;

(16) R^{13} is selected from: alkyl, hydroxyl, alkoxy, or fluoro;

(17) a is 0 to 2;

(18) b is 0 to 2;

(19) c is 0 to 2;

(20) e is 0 to 5;

(21) m is 1 or 2;

(22) n is 1, 2 or 3; and

(23) p is 1, 2 or 3, with the proviso that when M^3 and M^4 are both nitrogen, then p is 2 or 3;

in combination with an effective amount of an H_1 receptor antagonist.

Claims 58-61 have been canceled.